

# **EXHIBIT A**

## **To Quarterly Application**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et. al.</i> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: April 2, 2012 @ 4:00 p.m.
	)	Hearing Date: Only if Objection is Timely Filed

**TWENTY-THIRD MONTHLY APPLICATION OF SCARFONE HAWKINS LLP  
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	January 1, 2012, through January 31, 2012
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 3,435.00
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% <sup>1</sup> ) sought as actual, reasonable and necessary:	CDN \$ 449.79

This Applicant's Twenty-Third Monthly Application.

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<sup>1</sup> On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees (CDN \$)</b>	<b>Requested Expenses (CDN \$)</b>	<b>Paid Fees (CDN \$)</b>	<b>Paid Expenses (CDN \$)</b>
<b>04/30/2010 Dkt. #24697</b>	<b>December 21, 2009 - March 31, 2010</b>	<b>\$ 98,678.75 Reduction -\$708.50</b>	<b>\$ 10,399.55</b>	<b>\$ 78,943.00 \$ 19,027.25</b>	<b>\$ 10,399.55</b>
<b>06/01/2010 Dkt. #24878</b>	<b>April 1, 2010 – April 30, 2010</b>	<b>\$ 14,765.25</b>	<b>\$ 812.67</b>	<b>\$ 11,812.20 \$ 2,953.05</b>	<b>\$ 812.67</b>
<b>06/30/2010 Dkt. #25015</b>	<b>May 1, 2010 – May 31, 2010</b>	<b>\$ 21,221.25</b>	<b>\$ 3,327.71</b>	<b>\$ 16,977.00 \$ 4,244.25</b>	<b>\$ 3,327.71</b>
<b>07/28/2010 Dkt. #25127</b>	<b>June 1, 2010 – June 30, 2010</b>	<b>\$ 23,507.50</b>	<b>\$ 2,994.15</b>	<b>\$ 18,806.00 \$ 4,701.50</b>	<b>\$ 2,994.15</b>
<b>08/31/2010 Dkt. #25297</b>	<b>July 1, 2010 – July 31, 2010</b>	<b>\$ 17,232.50</b>	<b>\$ 2,259.90</b>	<b>\$ 13,786.00 \$ 3,446.50</b>	<b>\$ 2,259.90</b>
<b>09/29/2010 Dkt. #25497</b>	<b>August 1, 2010 – August 31, 2010</b>	<b>\$ 10,663.75</b>	<b>\$ 1,403.95</b>	<b>\$ 8,531.00 \$ 2,132.75</b>	<b>\$ 1,403.95</b>
<b>10/29/2010 Dkt. #25666</b>	<b>September 1, 2010 – September 30, 2010</b>	<b>\$ 5,833.75</b>	<b>\$ 2,153.94</b>	<b>\$ 4,667.00 \$ 1,166.75</b>	<b>\$ 2,153.94</b>
<b>12/03/2010 Dkt. #25858</b>	<b>October 1, 2010 – October 31, 2010</b>	<b>\$ 6,840.00</b>	<b>\$ 897.99</b>	<b>\$ 5,472.00 \$ 1,368.00</b>	<b>\$ 897.99</b>
<b>01/05/2011 Dkt. #26018</b>	<b>November 1, 2010 – November 30, 2010</b>	<b>\$ 5,030.00</b>	<b>\$ 653.90</b>	<b>\$ 4,024.00 \$ 1,006.00</b>	<b>\$ 653.90</b>
<b>01/28/2011 Dkt. #26132</b>	<b>December 1, 2010 – December 31, 2010</b>	<b>\$ 11,478.75</b>	<b>\$ 1,513.55</b>	<b>\$ 9,183.00 \$ 2,295.75</b>	<b>\$ 1,513.55</b>
<b>03/08/2011 Dkt. #26512</b>	<b>January 1, 2011 – January 31, 2011</b>	<b>\$ 22,076.25</b>	<b>\$ 4,516.93</b>	<b>\$ 17,661.00 \$ 4,415.25</b>	<b>\$ 4,516.93</b>
<b>04/01/2011 Dkt. #26700</b>	<b>February 1, 2011 – February 28, 2011</b>	<b>\$ 13,196.25</b>	<b>\$ 2,535.34</b>	<b>\$ 10,557.00 \$ 2,639.25</b>	<b>\$ 2,535.34</b>
<b>05/12/2011 Dkt. #26925</b>	<b>March 1, 2011 – March 31, 2011</b>	<b>\$ 6,217.50</b>	<b>\$ 808.28</b>	<b>\$ 4,974.00 \$ 1,243.50</b>	<b>\$ 808.28</b>
<b>06/10/2011 Dkt. #27068</b>	<b>April 1, 2011 – April 30, 2011</b>	<b>\$ 17,471.25</b>	<b>\$ 2,475.77</b>	<b>\$ 13,977.00 \$ 3,494.25</b>	<b>\$ 2,475.77</b>
<b>06/30/2011 Dkt. #27196</b>	<b>May 1, 2011 – May 31, 2011</b>	<b>\$ 3,720.00</b>	<b>\$ 493.40</b>	<b>\$ 2,976.00 \$ 744.00</b>	<b>\$ 493.40</b>
<b>08/04/2011 Dkt. #27374</b>	<b>June 1, 2011 – June 30, 2011</b>	<b>\$ 7,965.00</b>	<b>\$ 1,067.51</b>	<b>\$ 6,372.00 \$ 1,593.00</b>	<b>\$ 1,067.51</b>
<b>08/31/2011 Dkt. #27534</b>	<b>July 1, 2011 – July 31, 2011</b>	<b>\$ 7,597.50</b>	<b>\$ 989.49</b>	<b>\$ 6,078.00</b>	<b>\$ 989.49</b>
<b>10/04/2011 Dkt. #27716</b>	<b>August 1, 2011 – August 31, 2011</b>	<b>\$ 6,483.75</b>	<b>\$ 851.59</b>	<b>\$ 5,187.00</b>	<b>\$ 851.59</b>
<b>11/14/2011 Dkt. #27939</b>	<b>September 1, 2011 – September 30, 2011</b>	<b>\$ 15,104.64</b>	<b>\$ 4,604.40</b>	<b>\$ 12,083.71</b>	<b>\$ 4,604.40</b>

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period  
(Continued):**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Paid Fees</b>	<b>Paid Expenses</b>
12/15/2011 Dkt. #28163	October 1, 2011 – October 31, 2011	\$ 3,735.00	\$ 2,705.74	\$ 2,988.00	\$ 2,705.74
01/25/2012 Dkt. #28414	November 1, 2011- November 30, 2011	\$ 3,450.00	\$ 448.50	\$ 2,760.00	\$ 448.50
2/21/2012 Dkt. #28556	December 1, 2011- December 31, 2011	\$ 2,598.75	\$ 337.84	Pending	Pending

**Fee Detail by Professional for the Period of January 1, 2012, through January 31, 2012:**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>2</sup> (including changes)</b>	<b>Total Billed Hours</b>	<b>Total Fees (CDN \$)</b>
David Thompson	Partner, 23 Years 1988	\$525.00	4.20	\$ 2,205.00
David Thompson – Travel			0.00	0.00
Matthew G. Moloci	Partner, 13 Years 1998	\$450.00	2.20	\$ 990.00
Matthew G. Moloci - Travel			0.00	0.00
Cindy Yates	Law Clerk, 25 Yrs.	\$120.00	2.00	\$ 240.00
<b>Grand Total</b>			<b>8.40</b>	<b>\$ 3,435.00</b>
Blended Rate				\$ 408.93
Blended Rate (excluding Law Clerk time)				\$ 499.21

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<sup>2</sup> Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

**Monthly Compensation by Matter Description for the Period of January 1, 2012, through January 31, 2012:**

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	4.60	\$ 2,287.50
11 - Fee Applications, Applicant	3.25	\$ 858.75
12 – Fee Applications, Others	0.00	\$ 0.00
14 – Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 – Other	0.55	\$ 288.75
<b>TOTAL</b>	<b>8.40</b>	<b>\$ 3,435.00</b>

**Monthly Expense Summary for the Period January 1, 2012, through January 31, 2012:**

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		0.59
Travel – Meals		0.00
Travel – Accommodations		0.00
Travel – Airline		0.00
Travel – Taxi & Parking		0.00
Long Distance Calls		2.28
Harmonized Sales Tax (HST) 13%		\$ 446.92
<b>TOTAL</b>		<b>\$ 449.79</b>

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for January 1, 2012, through January 31, 2012, (this “Monthly Fee Statement”)<sup>3</sup> pursuant to the Modified Order Granting The Canadian ZAI

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<sup>3</sup> Applicant’s Invoice for January 1, 2012, through January 31, 2012, is attached hereto as **Exhibit A**.

Claimants' Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before April 2, 2012, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period January 1, 2012, through January 31, 2012, an allowance be made to Scarfone Hawkins

LLP for compensation in the amount of CDN \$3,435.00 and actual and necessary expenses in the amount of CDN \$449.79 (13% Harmonized Sales Tax) for a total allowance of CDN \$3,884.79; Actual Interim Payment of CDN \$2,748.00 (80% of the allowed fees) and reimbursement of CDN \$449.79 (100% of the allowed expenses) be authorized for a total payment of CDN \$3,197.79; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: March 9, 2012

Respectfully submitted,

By: /s/ Daniel K. Hogan  
Daniel K. Hogan (DE Bar No. 2814)  
THE HOGAN FIRM  
1311 Delaware Avenue  
Wilmington, Delaware 19806  
Telephone: 302.656.7540  
Facsimile: 302.656.7599  
Email: [dkhogan@dkhogan.com](mailto:dkhogan@dkhogan.com)

**Counsel to the Representative Counsel as Special  
Counsel for the Canadian ZAI Claimants**

# **EXHIBIT A**



W.R. GRACE & CO., et al.  
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION  
DATE:  
January 31, 2012  
OUR FILE NO: 05L121

**Scarfone Hawkins LLP**  
BARRISTERS AND SOLICITORS  
ONE JAMES STREET SOUTH  
14TH FLOOR  
P.O. BOX 926, DEPOT #1  
HAMILTON, ONTARIO  
L8N 3P9

TELEPHONE  
905-523-1333  
  
TELEFAX  
905-523-5878

H.S.T. REGISTRATION NO. **873984314 RT – 0001**

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**CANADIAN ZAI MONTHLY FEE APPLICATION**  
**(January 1, 2012 – January 31, 2012)**

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DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
01 /02/12	receipt of and respond to various class member inquiries, etc., memo to BS	DT	\$525.00	0.25	\$131.25
01 /06/12	receipt Hogan letter and cheque, letter to Hogan, memo to Matt Moloci	DT	\$525.00	0.10	\$52.50
01 /09/12	Emails from and to David Thompson regarding receipt and reconciliation of payment from The Hogan Firm in respect of fees for September 2011 and holdbacks for April, May and June, 2011	MGM	\$450.00	0.10	\$45.00
01 /11/12	emails to and from Keith Ferbers re: status of appeals	DT	\$525.00	0.10	\$52.50
01 /11/12	receipt Karen Harvey email re transfer of funds	DT	\$525.00	0.10	\$52.50
01 /18/12	receipt Karen Harvey email, letter to Karen Harvey, memo to Matt Moloci, receipt Careen Hannouche email, memo to Cindy Yates	DT	\$525.00	0.25	\$131.25
01 /18/12	Facsimile from possible CDN ZAI PD claimants Dawn and Robert Critchley; review	MGM	\$450.00	0.10	\$45.00
01 /19/12	discuss with Cindy Yates, receipt and review Cindy Yates memo to Karen Harvey and expense statement	DT	\$525.00	0.25	\$131.25
01 /19/12	receipt of and respond to Class member inquiries, emails to and from class member Borghese, receipt Matt Moloci memo, memo to Matt Moloci re: response	DT	\$525.00	0.25	\$131.25
01 /19/12	Emails to and from David Thompson regarding claimant inquiries and response to possible CDN ZAI PD claimants Dawn and Robert Critchley	MGM	\$450.00	0.10	\$45.00
01 /19/12	Email from Cindy Yates to Karen Harvey with attached November 2011 fee application of Scarfone Hawkins; review	MGM	\$450.00	0.10	\$45.00
01 /24/12	receipt email from Adrienne Glen re: stay extension motion, review motion request,	DT	\$525.00	0.40	\$210.00

	letter to Adrienne Glen consenting to extension request, memo to law clerk re: arrange telephone case conference call with Dan Hogan for update				
01 /24/12	receipt Karen Harvey email, review monthly fee application, execute Certification, etc.	DT	\$525.00	0.25	\$131.25
01 /24/12	Emails from David Thompson and Adrienne Glen regarding Grace Canada motion seeking extension of CCAA stay of proceeding	MGM	\$450.00	0.10	\$45.00
01 /24/12	Email inquiry from CDN ZAI PD claimant Chris Giesler	MGM	\$450.00	0.10	\$45.00
01 /25/12	receipt of and respond to class member inquiries and memo to MGM	DT	\$525.00	0.35	\$183.75
01 /25/12	receipt and review Karen Harvey emails and 21st Monthly Compensation Applications	DT	\$525.00	0.25	\$131.25
01 /25/12	Emails from Karen Harvey with attached 21st Monthly Fee Applications of Lauzon Belanger Lesperance, Scarfone Hawkins and The Hogan Firm for November, 2011; review	MGM	\$450.00	0.20	\$90.00
01 /26/12	Email from Karen Harvey with attached Certificates of No Objection in respect of fee applications of Lauzon Belanger Lesperance, Scarfone Hawkins and The Hogan Firm for October 2011; review	MGM	\$450.00	0.10	\$45.00
01 /30/12	receipt of and respond to class member inquiries, memo to Bridget Scott, follow-up to arrange telephone conference call with Dan Hogan	DT	\$525.00	0.25	\$131.25
01 /30/12	receipt email from Karen Harvey re: dates for telephone conference call with Dan Hogan	DT	\$525.00	0.10	\$52.50
01 /30/12	Emails from David Thompson and Karen Harvey to arrange teleconference with Dan Hogan for review and update	MGM	\$450.00	0.10	\$45.00
01 /31/12	receipt Dan Hogan email, preliminary review of decision, memos to and from Matt Moloci, email to Dan Hogan, emails to Keith Ferbers and Evatt Merchant	DT	\$525.00	1.20	\$630.00
01 /31/12	follow-up memo to Cindy Yates re: receipt of The Hogan Firm holdback monies	DT	\$525.00	0.10	\$52.50
01 /31/12	Email from Dan Hogan with attached Memorandum of Opinion of Buckwalter from District Court; review memorandum; conferences with David Thompson; emails from and to Thompson and Hogan; further email from Thompson to Evatt Merchant and Keith Ferbers forwarding Hogan email with attached memorandum	MGM	\$450.00	1.20	\$540.00
01 /31/12	review dockets for period January 1, 2012 to January 31, 2012, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of January 1, 2012 to January 31, 2012	LC	\$120.00	2.00	\$240.00
<b>SUB-TOTAL</b>				<b>8.40</b>	<b>\$3,435.00</b>

<b>TIMEKEEPER</b>	<b>ID</b>	<b>HOURS</b>	<b>RATE</b>	<b>TOTAL</b>	<b>PLUS 13% H.S.T</b>
DAVID THOMPSON 23 + years	DT	4.20	\$525.00	\$2,205.00	\$286.65
MATTHEW G. MOLOCI 13 + years	MGM	2.20	\$450.00	\$990.00	\$128.70
LAW CLERK Cindy Yates 30 years	CY	2.00	\$120.00	\$240.00	\$31.20
<b>SUB-TOTAL:</b>		<b>8.4</b>		<b>\$3,435.00</b>	<b>\$446.55</b>
<b>TOTAL FEES AND TAXES:</b>					<b>\$3,881.55</b>

**DISBURSEMENTS SUMMARY**

<b>DATE</b>	<b>DISBURSEMENT</b>	<b>HST EXEMPT</b>	<b>HST NON- EXEMPT</b>	<b>PLUS 13% H.S.T.</b>	<b>TOTAL</b>
01/01/12 01/31/12	Postage - January 1, 2012 – January 31, 2011		\$0.59	\$0.07	\$0.66
01/01/12 01/31/12	Long Distance Calls – Various calls from January 1, 2012 – January 31, 2011		\$2.28	\$0.30	\$2.58
<b>TOTAL DISBURSEMENTS:</b>			<b>\$2.87</b>	<b>\$0.38</b>	<b>\$3.24</b>

<b>TOTAL FEES AND APPLICABLE TAXES:</b>	<b>\$3,884.79</b>
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THIS IS OUR FEE APPLICATION,  
Per:

**SCARFONE HAWKINS LLP**  
E. & O.E.

\*Del. Bankr. LR 2016-2(e)(iii) allows for  
\$.10 per page for photocopies.

# **EXHIBIT B**

**CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)**

PROVINCE OF ONTARIO :  
: SS  
CITY OF HAMILTON :


I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
6. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.

  
David Thompson

SWORN AND SUBSCRIBED  
Before me this 8<sup>th</sup> day of March, 2012.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

Cindy Lea Yates, a Commissioner, etc.,  
City of Hamilton, for Scarfone Hawkins LLP,  
Barristers and Solicitors.  
Expires March 21, 2012.